

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

CERTIFICATE OF SERVICE

I hereby certify that on this 17th day of December, 2007, I filed the foregoing document with the Clerk of the Court using CM/ECF. I also certify that the foregoing document is being served this day on all counsel of record or pro se parties identified below, in the manner specified, either via transmission of Notices of Electronic Filing generated by CM/ECF or in some other authorized manner for those counsel or parties who are not authorized to receive electronically Notices of Electronic Filing.

s/Richard McKewen
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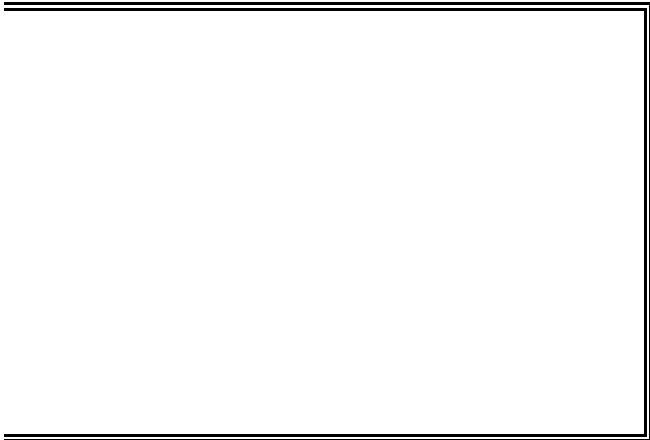
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EXHIBIT 1

UNITED STATES DISTRICT COURT



FINDINGS

1. This Court has jurisdiction of the subject matter of this case and jurisdiction over Defendant.
2. Venue in this District is proper under 15 U.S.C. § 53(b) and 28 U.S.C. § 1391(b).
3. Defendant's activities, as alleged in the Amended Complaint, are in or affecting "commerce," as that term is defined in Section 4 of the FTC Act, 15 U.S.C. § 44.
4. The Amended Complaint states a claim upon which relief may be granted against Defendant under Sections 5(a), 13(b), and 19 of the FTC Act, 15 U.S.C. §§ 45(a), 53(b), and 57b, and the Franchise Rule, 16 C.F.R. Part 436.
5. Defendant has stipulated to the entry of this Judgment freely and without coercion. Defendant has acknowledged that he has read the provisions of this Judgment and is prepared to abide by them.
6. Plaintiff and Defendant have agreed that the entry of this Judgment resolves all matters of

DEFINITIONS

1. "Assets" means any legal or equitable interest in, right to, or claim to, any real and personal property, including, but not limited to, chattel, goods, instruments, equipment, fixtures, general intangibles, inventory, checks, notes, leaseholds, effects, contracts, mail or other deliveries, shares of stock, lists of consumer names, accounts, credits, premises, receivables, funds, and cash, wherever located, whether in the United States or abroad;
2. "Business Venture" means any written or oral business arrangement, however denominated, regardless of whether covered by the Franchise Rule or Business Opportunity Rule, which consists of the payment of any consideration in exchange for:
 - a. the right or means to offer, sell, or distribute goods or services (regardless of whether identified by a trademark, service mark, trade name, advertising, or other commercial symbol); and
 - b. more than nominal assistance to any person or entity in connection with or incident to the establishment, maintenance, or operation of a new business or the entry by an existing business into a new line or type of business;
3. "Franchise Rule" means the FTC Trade Regulation Rule titled "Disclosure Requirements and Prohibitions Concerning Franchising," codified at 16 C.F.R. Part 436, or as it may be amended;
4. "Business Opportunity Rule" means the FTC Trade Regulation Rule titled "Disclosure Requirements and Prohibitions Concerning Business Opportunities," codified at 16 C.F.R. Part 437, or as it may be amended;
5. "Defendant" means Adam Steinberg;
6. "Document" is synonymous in meaning and equal in scope to the usage of the term in Fed. R. Civ. P. 34(a), and includes writings, drawings, graphs, charts, photographs, audio and video recordings, computer records, and other data compilations from which information can be obtained and translated, if necessary, through detection devices into reasonably usable form. A draft or non-identical copy is a separate document within the meaning of the term; and

7. "Receiver" shall mean Carl F. Schoeppl, Esq., the Receiver appointed by the Court in this matter over Fidelity ATM, Inc., and Steinberg Group, Inc.

ORDER

I. PROHIBITION AGAINST VIOLATION OF SECTION 5
OF THE FEDERAL TRADE COMMISSION ACT

IS THEREFORE ORDERED that, in connection with the offering for sale or selling of any business venture, Defendant and his agents, employees, officers, corporations, successors, assigns, and all those persons in active participation with them who receive actual notice of this Judgment by personal service or otherwise, are hereby restrained and enjoined from making any material misrepresentation or assisting others in making any material misrepresentation, either expressly or by implication, to any prospective purchaser of a business venture, including, but not limited to, the following:

- A. Misrepresenting that,

- A. Failing to provide a prospective franchisee or business opportunity purchaser with a complete, accurate, and up-to-date disclosure document as prescribed by the Franchise Rule or Business Opportunity Rule;
- B. Failing to provide each prospective franchisee or business opportunity purchaser with complete and accurate documentation for any earnings or financial performance representations, as required by the Franchise Rule or Business Opportunity Rule;
- C. Failing to have a reasonable basis for any earnings or financial performance representation at the time such representation is made, as required by the Franchise Rule or Business Opportunity Rule; or
- D. Failing to disclose in a clear and conspicuous manner, in immediate conjunction with any earnings or financial performance representation, that material which constitutes a reasonable basis for the earnings or financial performance representation is available to a prospective franchisee or business opportunity purchaser, as required by the Franchise Rule or Business Opportunity Rule.

III. PROHIBITION AGAINST OTHER MISREPRESENTATIONS
VIOLATING SECTION 5 OF THE FEDERAL TRADE COMMISSION ACT

IT IS FURTHER ORDERED that, in connection with the offering for sale or sale of any good or service, Defendant and his agents, employees, officers, corporations, successors, assigns, and all those persons in active participation with them who receive actual notice of this Judgment by personal service or otherwise, are hereby permanently restrained and enjoined from:

- A. Misrepresenting, directly or by implication, to any potential purchaser of goods or services, any material fact, including, but not limited to:
 - 1. The sales or transaction volume, income, or profit likely to be achieved from the purchase of any goods or services;
 - 2. The total cost to purchase, receive, or use, and the quantity or nature of, any goods or services that are subject to the sales offer;
 - 3. Any material restrictions, limitations, or conditions to purchase, receive, or use the goods or services; or

4. Any material aspect of the nature or terms of a refund, cancellation, exchange or repurchase policy for the goods or services; and
- B. Providing substantial assistance to any third party to make any material misrepresentation, including, but not limited to, those misrepresentations prohibited by Paragraph III.A, above.

IV. EQUITABLE MONETARY RELIEF

IT IS FURTHER ORDERED that:

- A. Judgment is hereby entered in favor of Plaintiff Federal Trade Commission and against Defendant in the amount of \$4,250,000 (four million two hundred fifty thousand dollars), which the FTC alleges is the amount of injury suffered by consumers. Upon Defendant's compliance with the provisions of Paragraph IV.B of this Judgment, the payment requirements of this Judgment shall be suspended subject to the conditions set forth in Paragraphs IV.D and IV.E of this Judgment.
- B. This Judgment shall be partially satisfied by Defendant's payment to the Commission all of funds contained in each bank account listed in Appendix A of this Judgment. Defendant shall, within five (5) days of entry of this Judgment, remit the entire balance of each account listed in Appendix A to the Commission by certified check(s) or other guaranteed funds payable to the Federal Trade Commission, Financial Management Office, or by wire transfer in accordance with directions provided by the Commission. In no event shall the sum of all balances remitted by Defendant pursuant to this Paragraph IV.B be less than \$6,500.00 (six thousand five hundred dollars). The check(s) or written confirmation of the wire transfer(s) shall be delivered to: Associate Director, Division of Marketing Practices, 600 Pennsylvania Avenue, NW, H-286, Washington, DC 20580.
- C. Any and all funds or assets transferred or paid pursuant to this Part IV shall be deposited into a fund administered by the Commission or its agent to be used for equitable relief, including, but not limited to, consumer redress and any attendant expenses for the administration of any redress fund. In the event that redress to consumers is wholly or partially impracticable, or any funds remain after redress is

completed, the Commission may apply any remaining funds to such other equitable relief (including consumer information remedies) as it determines to be reasonably related to Defendant's practices alleged in the Amended Complaint. Any funds not used for such equitable relief shall be deposited in the United States Treasury as disgorgement. Defendant shall have no right to contest the manner of distribution or other disposition of funds chosen by the Commission. The Commission in its

however, that in all other respects this Judgment shall remain in full force and effect.

- F. In accordance with 31 U.S.C. § 7701, Defendant is hereby required, unless he has done so already, to furnish the Commission his taxpayer identification numbers (Social Security numbers and employer identification numbers), which shall be used for purposes of collecting and reporting on any delinquent amount arising out of Defendant's relationship with the government.
- G. Defendant is further required, unless he has done so already, to provide the Commission with clear, legible and full-size photocopies of all valid driver's licenses he possesses, which will be used for reporting and compliance purposes.
- H. Defendant agrees that the facts as alleged in the Amended Complaint filed in this action shall be taken as true, without further proof, for the purpose of any action to collect the judgment, including, but not limited to, a nondischargeability complaint in any bankruptcy case.
- I. Any proceedings instituted under this Part IV are in addition to, and not in lieu of, any other civil or criminal remedies that may be provided by law, including any other proceedings Plaintiff may initiate to enforce this Judgment.

V. LIFTING OF THE ASSET FREEZE

IT IS FURTHER ORDERED that the freeze of Defendant's assets pursuant to the Stipulated Preliminary Injunction signed by the Court on January 6, 2007, and entered on January 10, 2007, shall be lifted to the extent necessary to transfer assets pursuant to Paragraph IV.B of this Judgment. Once all such assets have been transferred, the freeze of Defendant's remaining assets shall be lifted permanently.

VI. ACKNOWLEDGMENT OF RECEIPT OF JUDGMENT

IT IS FURTHER ORDERED that, within five (5) business days of receipt of this Judgment as entered by the Court, Defendant must submit to the Commission a truthful sworn statement acknowledging receipt of this Judgment.

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VII. DISTRIBUTION OF JUDGMENT BY DEFENDANT

IT IS FURTHER ORDERED that, for a period of five (5) years from the date of entry

business entity, within ten (10) days of such change. Such notice shall include the name and address of each business that Defendant is affiliated with, employed by, creates or forms, or performs services for; a statement of the nature of the business; and a statement of Defendant's duties and responsibilities in connection with the business or employment; and

- c. Any changes in Defendant's name, and any aliases or fictitious names adopted or used by Defendant.
2. Defendant shall notify the Commission of any changes in the corporate

- business, and the title and responsibilities of Defendant, for each such employer or business;
3. A copy of each acknowledgment of receipt of this Judgment, obtained pursuant to Part VII of this Judgment; and
 4. Any other changes required to be reported under Paragraph VIII.A of this Judgment.
- C. For the purposes of this Judgment, Defendant shall, unless otherwise directed by the Commission's authorized representatives, mail all written notifications to the FTC to:
- Associate Director for Enforcement
Federal Trade Commission
600 Pennsylvania Ave., NW
Washington, DC 20580
Re: FTC v. Fidelity ATM, Inc.No. 06-81101 (S.D. Fla.)
- D. For the purposes of this Part VIII, "employment" includes, but is not limited to, the performance of services as an employee, consultant, or independent contractor; and "employers" include any individual or entity for whom Defendant performs services as an employee, consultant, or independent contractor.
- E. For purposes of the compliance reporting required by this Part VIII, the Commission is authorized to communicate directly with Defendant.

IX. RECORD-KEEPING PROVISIONS

IT IS FURTHER ORDERED that, for a period of eight (8) years from the date of entry of this Judgment, in connection with any business that Defendant directly or indirectly manages,

of identification or prior notice; and

- C. Defendant shall permit representatives of the Commission to interview any employer, consultant, independent contractor, representative, agent, or employee who has agreed to such an interview, relating in any way to any conduct subject to this Judgment. The person interviewed may have counsel present.

Provided, however, that nothing in this Judgment shall limit the Commission's lawful use of compulsory process, pursuant to Sections 9 and 20 of the FTC Act, 15 U.S.C. §§ 49, 57b-1, to obtain any documentary material, tangible things, testimony, or information relevant to unfair or deceptive acts or practices in or affecting commerce (within the meaning of 15 U.S.C. § 45(a)(1)).

XI. PROHIBITIONS INVOLVING CONSUMER LISTS

IT IS FURTHER ORDERED that Defendant is hereby permanently restrained and enjoined from selling, renting, leasing, transferring, or otherwise disclosing the name, address, telephone number, credit card number, bank account number, e-mail address, or other identifying information of any person who paid any money to Fidelity ATM, Inc., or Steinberg Group, Inc., at any time prior to entry of this Judgment, in connection with the advertising, promotion, marketing, offering for sale, or sale of any good or service; provided, however, that Defendant may disclose such identifying information to a law enforcement agency, or as required by any law, regulation or court order.

XII. COOPERATION WITH RECEIVER

IT IS FURTHER ORDERED that, so long as the Receivership remains in effect, Defendant shall cooperate fully with the Receiver in: (a) pursuing any and all claims by the Receivership against third parties; (b) assisting the Receiver in defending any and all actions or claims brought against the Receivership by third parties; and (c) executing any documents necessary to transfer assets or ownership interests to the Receiver pursuant to the terms of this Judgment.

XIII. FEES AND COSTS

IT IS FURTHER ORDERED that each party to this Judgment hereby agrees to bear its own costs and attorneys' fees incurred in connection with this action.

APPENDIX A

Description of Asset	Identifying Information
Bank of America Account in the name of Adam Steinberg	Acct. No. [REDACTED]